

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
W. R. GRACE & CO., <i>et al.</i>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	
	)	<b>Re: Docket No.: 23235</b>
		<b>10/13/09 Agenda Item No. 2</b>

**CERTIFICATION OF COUNSEL RE: ORDER ON DEBTORS' MOTION PURSUANT TO SECTIONS 105, 363, 1107 AND 1108 OF THE BANKRUPTCY CODE AND RULES 2002, 6004, 9014 AND 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR AN ORDER APPROVING THE AGREEMENT AMENDING AND RESTATING THE ASBESTOS SETTLEMENT AGREEMENT WITH THE AETNA CASUALTY AND SURETY COMPANY**

1. On September 14, 2009, the Debtors filed the *Debtors' Motion pursuant to Sections 105, 363, 1107 and 1108 of the Bankruptcy Code and Rules 2002, 6004, 9014 and 9019 of the Federal Rules of Bankruptcy Procedure for an Order Approving the Agreement Amending and Restating the Asbestos Settlement Agreement with the Aetna Casualty and Surety Company* ("Motion for Approval") (Docket No. 23235) with the United States Bankruptcy Court for the District of Delaware (the "Court"), 824 Market Street, Wilmington, Delaware 19801. The deadline for filing objections was October 6, 2009 at 4:00 PM eastern. No party filed an objection.

2. However, prior to the October 6 objection deadline, one party contacted the Debtors regarding one provision in the proposed Settlement Agreement. After communications among that party, the Debtors, and the Aetna Casualty and Surety Company n/k/a Travelers Casualty and Surety Company, the concern was addressed by a proposed revision to the Approval Order. The proposed revision is shown in Paragraph 3 of the blackline of the Approval Order attached hereto as Exhibit A.

3. The proposed revision does not change any material term in the Settlement Agreement or the Approval Order.

4. The proposed revision has been agreed to by the Debtors and Travelers and consented to by the ACC and FCR.

5. Accordingly, the Debtors respectfully request that the Court enter the revised proposed order regarding the Motion for Approval attached hereto as Exhibit B.

Dated: October 9, 2009

Respectfully submitted,

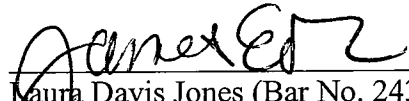
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